

BYLAWS
FOR THE
Missouri Governor's Commission on Hispanic Affairs

ARTICLE I
IDENTITY

These are the bylaws of the Missouri Governor's Commission on Hispanic Affairs ("the Commission" or "MGCHA"), a Commission formed as an Executive Order 03-24 with its principal place of business in Jefferson City, Missouri.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Commission shall be located in the Missouri Department of Economic Development, 301 West High Street, Room 720-C, Jefferson City, Missouri. The Commission may have offices at other places as the Executive Committee may from time to time determine or as the affairs of the Commission may require.

ARTICLE III
PURPOSES AND POWERS

Section 1. Purpose.

- a. The purpose of the Commission on Hispanic Affairs ("Commission") shall be to serve as a state-wide advisory body to the Governor and the General Assembly on issues of importance to the Hispanic citizens of Missouri. The Commission's responsibilities shall include, but not be limited to, gathering and disseminating information concerning matters relevant to economic, social, and cultural needs of Hispanic Missourians, monitoring legislative issues pertaining to the Hispanic community, making recommendations to state agencies and private-sector entities concerning issues relevant to Hispanic Missourians, to advocate placement of more Latinos in position of influence/leadership roles and make recommendations to departments boards and commissions, and, where appropriate, recommending legislative initiatives to the Office of the Governor.
- b. The Commission shall develop a unified plan of action to address specific issues of importance to the Hispanic citizens of the state. The Commission shall produce an annual report on the Commission's activities and accomplishments during the preceding year.
- c. The terms "Latino" and "Hispanic" are used interchangeably by the U.S. Census Bureau to identify persons of Mexican, Puerto Rican, Cuban, Central and South American, Dominican, and Spanish descent; they may be of any race.

Section 2. Powers.

The powers of the Commission shall be consistent with those powers that are identified for a State Commission and any amendments thereto, including, but not limited to: public policy, regulation, legislative, and statutes.

1. Providing policy guidance and review for legislation in the state; coordinating activities with local Hispanic serving organizations; and providing advice and recommending variations to the Governor;
2. Making an annual report to the Governor, the General Assembly, the Director of the Department of Economic Development and the state partners that shall be a public document, and issuing such other studies, reports or documents as it deems advisable to assist areas in carrying out the purposes of the MGCHA, as amended;
3. Identifying, in coordination with the appropriate state agencies, economic development, education, health, social services, and civil rights needs throughout the state;
4. Evaluate legislation concerning Hispanics;
5. To gather and disseminate information and conduct hearings, conferences, investigations, and special studies on issues and programs concerning Hispanic people;
6. To advise the governor, legislature, general assembly and state departments and agencies on, and assist in the development and implementation of, comprehensive and coordinated policies, programs, and procedures focusing on the special issues and needs of Hispanic people;
7. To propose new programs concerning Hispanic people to public and private agencies and evaluate for such agencies existing programs or prospective legislation concerning Hispanic people;
8. To establish advisory committees on special subjects or projects;
9. To apply for and accept federal funds granted by congress or executive order for all or any of the purposes of this commission as well as gifts and donations from individuals, corporations, private organizations or foundations, and to accept volunteer clerical or staff work;
10. To meet and exercise its powers at any place within the state;
11. To make bylaws for its own governance and procedure not inconsistent with the laws of this state;
12. Coordinate, assist, and cooperate with the efforts of state departments and agencies to serve the needs of Hispanic persons in the fields deemed priority of the commission;
13. Stimulate public awareness of the issues facing Hispanic persons by conducting a program of public education and encouraging the governor and the general assembly to develop programs to deal with these issues;

14. Cooperate with the Department of Education in advising and assisting school districts concerning Hispanic issues;

ARTICLE IV

COMMISSION MEMBERSHIP

Section 1. Number. The Commission shall consist of fifteen (15) members appointed by the Governor; and not more than seven ex officio members who are employed by and shall represent state agencies.

Section 2. Composition. All members of the Commission shall be legal residents of the United States and registered voters in the State of Missouri. The citizen members shall be selected with a view toward equitable geographic representation within the State of Missouri, a broad representation of national and ethnic backgrounds, and representation of persons who are fluent in the Spanish language. Not more than nine of the citizen members shall be from the same political party. One ex officio member of the Commission shall represent each of the following state Departments: Elementary and Secondary Education, Higher Education, Public Safety, Revenue, Health and Senior Services, Labor and Industrial Relations, and Economic Development. The ex officio members shall be designated by the Directors of their respective agencies.

Section 3. Terms of Office. Each member of the Commission shall serve for a term of three years. The term of office for citizen members of the Commission shall be three years, and no citizen member shall serve more than two such terms. All members of the Commission shall serve at the pleasure of the Governor.

Section 4. Removal and Resignation.

- a. Any member may be removed by the Governor with or without cause. A vote of the majority of the entire Commission may be taken to recommend removal of member to the Governor at any meeting of the Commission.
- b. Any member may resign at any time by giving written notice to the Executive Committee or the Chair of the Commission. Any such resignation shall take effect at the time specified in the member's written notice, and unless the resigning member otherwise specifies, the Chair's Executive Committee's or Commission's acceptance of the member's resignation shall not be necessary to make it effective.

Section 5. Compensation. Members will serve without compensation, except that the members may be reimbursed for reasonable and necessary expenses arising from commission activities or business. Such expenses shall be paid by the Department of Economic Development, to which the Commission is assigned for administrative purposes.

Section 6. Political Affiliation Required. Not more than nine of the citizen members shall be from the same political party.

ARTICLE V

OFFICERS AND THEIR DUTIES

Section 1. Officers. The officers of the MGCHA shall be a Chair, a Vice-Chair, and a Secretary of the Commission. The Commission shall, by majority vote, select one of its members to serve as its chairperson, who shall hold the position of chairperson at the pleasure of the Governor. The Commission may, by majority vote, select an additional member to serve as vice-chair if the Commission deems such a selection appropriate. The term of office for citizen members of the Commission shall.

- a. The officers of the MGCHA, Chair, Vice-Chair, and Secretary of the Commission shall alternate from the three regions, Eastern, Western, and the Central.

Section 2. Duties of the Chair. The Chair shall preside at all meetings of the Commission and the Executive Committee. The Chair shall call or cause to be called all meetings of the Commission and the Executive Committee and establish or cause to be established agendas and matters of business. The Chair shall appoint members of all committees and act as coordinator of committees to prevent duplication of effort. The Chair shall perform such other duties as are incident to the Chair's office or properly required by the Commission.

Section 3. Duties of the Vice-Chair. The Vice-Chair shall assist the Chair in conducting Commission business. The Vice-Chair of the Commission shall perform the duties of the Chair, with all the power and authority of the Chair's office, in the Chair's absence or disability. Further, the Vice-Chair of the Commission shall have such powers and discharge such duties as may be properly assigned to the Chair, from time to time, by the Commission.

Section 4. Duties of the Secretary. The Secretary shall assist the Chair and Vice-Chair in conducting Commission business. The Secretary of the Commission shall keep records, take care of correspondence and other writing tasks, prepare meeting agendas, take minutes of all meetings, keep copies of the minutes of committees, keep records, provide proper notices in accordance with these bylaws, and ensure that a proper list of members is maintained.

ARTICLE VI **MEETINGS**

Section 1. Regular Meetings. Regular meetings of the Commission shall be conducted not less than two meetings and not more than four meetings per calendar year.

Section 2. Notice of Regular Meetings. Notice of all regular meetings of the Commission shall be given to each member in writing and delivered to him or her either personally or by mail or by electronic means a minimum of ten days prior to the date called for the meeting. Such notice shall include a tentative agenda and a description of any matter(s) that the members may be called to vote upon at the regular meeting.

Section 3. Special Meetings. Special meetings of the members may be called by the Chair or the Executive Committee, or by any other officer, upon written application of at least one-third of the members entitled to vote at the meeting, or upon request of the Governor.

- a. Notice. All members of the Commission shall be informed in writing of special meetings a minimum of forty-eight (48) hours in advance of the special meeting. Such notice shall include a description of the matter(s) for which the special meeting is called.
- b. Limitations. At any special meeting only business specified in the special meeting notice may be

transacted.

Section 4. Meetings Open to the Public. All meetings of the Commission and its committees shall be open to the public. The MGCHA shall make available to the public, on a regular basis through its open meetings, information regarding the activities of the Commission, information regarding membership and, upon request, minutes of formal meetings of the Commission.

- a. Meetings or portions of meetings may be closed to the general public by the Chair of the Commission or a Committee Chair, but only in compliance with the exemptions granted by the open meetings provisions of section 610.025, RSMo.
- b. All meetings of the Commission shall be publicly announced in compliance with the open meeting provisions of section 610.020, RSMo.

Section 5. Meeting Minutes. Minutes of the Commission's meetings shall be taken and shall be distributed to all Commission members at or before the next regular meeting of the Commission.

Section 6. Quorum.

- a. Commission Meetings. Fifty percent (50%) of the appointed membership of the Commission shall constitute a quorum for any Commission meeting. When a quorum is present, a majority of the voting members present shall decide any question, including the election of officers. The Commission may take no formal action unless a quorum is present.
- b. Committee Meetings. Fifty percent (50%) of the membership of a committee shall constitute a quorum for any committee meeting. When a quorum is present, a majority of the voting members present shall decide any question, including the election of officers. Committee members may be counted in attendance at the committee meetings by appearing either in person or by electronic means.

Section 7. Action by Executive Committee. Unless otherwise provided in the bylaws, any action required or permitted to be taken at any meeting of the MGCHA may be taken without a meeting if written consents to such action are signed by all members of the Commission and the written consents are filed with the minutes of the proceedings of the Commission.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1. Members of the Executive Committee. The Executive Committee shall consist of three members and shall be composed of the Commission Chair, the Commission Vice-Chair, the Secretary, the Chairs of the four standing committees named in Article VIII of the bylaws, the appointed representative of the Elementary and Secondary Education, Higher Education, Public Safety, Revenue, Health and Senior Services, Labor and Industrial Relations, and Economic Development.

Section 2. Chair. The Chair of the Commission shall be the Chair of the Executive Committee.

Section 3. Meetings. The Executive Committee shall meet four times per year. The Chair of the Executive Committee may call additional meetings.

Section 4. Duties. The Executive Committee shall have the following duties:

- a. Conduct matters of routine business for the MGCHA when it is not feasible for the full Commission to be convened.
- b. Develop and recommend policies and procedures for the Commission and its committees. The Executive Committee, unless the Chair chooses to waive this requirement, shall also review any studies, reports, policy recommendations or other documents submitted by standing or special committees before such studies, reports, policy recommendations or other documents are brought before the full Commission.
- c. Recommend the appointment and/or dissolution of standing and special committees.
- d. Review periodically the progress of all standing and special committees.
- e. Perform such other duties or matters of business that are not explicitly vested in the other standing committees or that may be properly assigned to the Executive Committee from time to time by the Commission or the Chair of the Commission.

ARTICLE VIII

STANDING AND SPECIAL COMMITTEES

Section 1. Committees. Standing or special committees may be appointed by the Chair of the Commission pursuant to the recommendations of the Executive Committee. The following committees are recognized as standing committees in these bylaws. The Committee Chair of each of the following shall serve as a member of the Executive Committee:

- a. **Health & Social Services Committee.** The Health & Social Services Committee shall be composed of five (5) members of the Commission, one of whom shall be appointed by the Commission Chair to serve as the Committee Chair. (See Organizational Chart) The Committee Chair may appoint a Committee Vice-Chair from the members appointed to the committee. The Health and Social Service Committee shall be responsible for addressing disparities facing Missouri Hispanic families.

- b. Education Committee. The Education Committee shall be composed of five (5) members of the Commission, one of whom shall be appointed by the Commission Chair to serve as the Committee Chair. The Committee Chair may appoint a Committee Vice-Chair from the members appointed to the committee. The Education Committee shall be responsible for cooperating with the State Department of Education at all levels, commencing with early childhood, elementary, secondary, and higher education in order to reduce disparities between Hispanic students and their peers and coordinating the functions and action steps to increase the achievement and attainment levels that will ensure educational proficiency for all Missouri Hispanic students.
- c. Economic Development Committee. The Economic Development Committee shall be composed of five (5) members of the Commission, one of whom shall be appointed by the Commission Chair to serve as the Committee Chair. The Committee Chair may appoint a Committee Vice-Chair from the members appointed to the committee. The committee shall be responsible for providing recommendations to the Governor that:
1. address the pressing issues facing Hispanic businesses;
 2. will provide educational value to Hispanic businesses that will foster and nurture continued growth;
 3. will make government policies/programs more visible to Hispanic business persons;
 4. will open dialogue regarding legislation that affects Hispanic entrepreneurs.

Section 2. Committee Chairs and Members. The Chair of the Commission shall appoint the Chairs and members of any standing or special committees and the Chairs and members shall perform those activities for which they are appointed.

Section 3. Sub-Committees. Standing or special committees may create their own sub-committees as deemed necessary by the members of the committee. These committees will be able to recruit from their local areas and from throughout the state of Missouri to accomplish goals/mission/purpose.

Section 4. Committee Meetings. A standing or special committee shall meet as requested by the Committee Chair.

Section 5. Committee Recommendations. Reports, studies, recommendations and other documents resulting from the work of any standing or special committee require the approval of the Commission before they will be considered formal reports, studies, recommendations or other documents of the MGCHA.

ARTICLE IX
CONFLICT OF INTEREST AND CONFIDENTIALITY

Section 1. Voting Prohibited.

- a. MGCHA prohibits a member from voting on a matter under consideration by the Commission when:
 - 1. the matter would provide direct financial benefit to the member or the immediate family of the member; or
 - 2. the matter concerns any other activity determined by the Governor to constitute a conflict of interest;
- b. Commission's Policy. Members of the MGCHA are expected to avoid unethical behavior in the course of performing their official duties. The MGCHA not only expects its members to avoid impropriety, but also to avoid the appearance of impropriety whether or not any actually exists. Members must avoid:
 - 1. using their position for private gain;
 - 2. giving preferential treatment to any person or entity;
 - 3. losing their independence or impartiality in making decisions; or
 - 4. acting in any way that might erode public confidence in the integrity of the Commission;
- c. Abstention. Commission members should individually abstain from voting on issues and matters that will result in a direct or indirect conflict of interest. Abstentions, and the general reasons therefore, should be duly recorded in the minutes of the meeting.
- d. Compliance with State Law. Commission members shall comply with all relevant aspects of the laws of the state of Missouri with regard to conflict of interest.

Section 2. Confidentiality. All information, whether transmitted orally or electronically, or in writing, that is of such a nature that it is not, at that time, a matter of public record or public knowledge is deemed confidential by the Commission. Members shall not disclose confidential information obtained in the course of or by reason of his or her membership on the Commission to any person or entity not directly involved with the business of the Commission. Further:

- a. No member shall use confidential information obtained in the course of or by reason of his or her membership on the Commission in any matter with the intent to obtain financial gain for the member, the member's immediate family or any business with which the member is associated.
- b. No member shall disclose confidential information obtained in the course of or by reason of his or her membership on the Commission in any manner with the intent to obtain financial gain for the member or for any other person.

ARTICLE X

RECORDKEEPING

Section 1. Minutes and Actions of the Commission. The Commission shall maintain, at its principal office, permanent records of the minutes of all formal meetings of the Commission and its committees, a record of all actions taken by the Commission without a meeting, and a record of all actions taken by the standing and special committees of the Commission.

Section 2. Miscellaneous Records. A copy of the following records shall be maintained at the Commission's principal office:

- a. Bylaws and all amendments thereto;
- b. Resolutions of the Commission relating to the qualifications and rights of members;
- c. All written communications to all members within the past three years;
- d. A list of the names and business or home addresses of the members and officers currently serving on the Commission; and
- e. Any written reports, studies, recommendations, plans or other documents approved and adopted by the Commission in the course of carrying out its duties and purposes.

ARTICLE XI

ALTERNATES

Members of the Commission may designate non-voting alternates to attend meetings on their behalf.

ARTICLE XII

NON-DISCRIMINATION

The Commission shall not discriminate against any employee, agent or provider of consulting or contract services, or applicant for employment, agency or consulting or contract services on the basis of race, color, religion, sex, national origin, disability or veteran status. It shall be the policy and practice of the Commission to comply fully with federal and state laws, regulations and requirements in respect of non-discrimination, affirmative action, equal employment and civil rights.

ARTICLE XIII

AMENDMENTS

The bylaws may be amended at any regular meeting of the Commission with prior written notice having been given to all members of the Commission at least thirty (30) days in advance. Approval of any amendment to the bylaws requires two-thirds vote of the members present.

ARTICLE XIV

SEVERABILITY

If any of the provisions of these bylaws shall be found void or unenforceable for whatever reason by any court of law or equity, it is expressly intended that such provision(s) be severable and the remainder of the bylaws shall remain in full force and effect.